

85-149

FCC 601 Main Form	FCC Application for Wireless Telecommunications Bureau Radio Service Authorization	Approved by OMB 3060 - 0798 See instructions for public burden estimate Submitted 03/18/2005 at 01:38PM File Number: 0002069630
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1) Radio Service Code: CW	1a) Existing Radio Service Code:
2) Application Purpose: Amendment	
3a) If this request is for a <u>D</u> evelopmental License, <u>D</u> emonstration License, or a <u>S</u> pecial Temporary Authorization (STA), enter the code and attach the required exhibit as described in the instructions. Otherwise enter <u>N</u> (Not Applicable).	(<u>N</u>) <u>D</u> <u>M</u> <u>S</u> <u>N/A</u>
3b) If this request is for Special Temporary Authority due to an emergency situation, enter 'Y'; otherwise enter 'N'. Refer to Rule 1.915 for an explanation of situations considered to be an emergency.	() <u>Y</u> <u>e</u> s <u>N</u> o
4) If this request is for an Amendment or Withdrawal, enter the file number of the pending application currently on file with the FCC.	File Number: 0002069630
5) If this request is for a Modification, Renewal Only, Renewal/Modification, Cancellation of License, Consolidate Call Signs, Duplicate License, or Administrative Update, enter the call sign of the existing FCC license.	Call Sign:
6) If this request is for a New, Amendment, Renewal Only, or Renewal/Modification, enter the requested authorization expiration date (this item is optional).	
7) Is this request "major" as defined in Section 1.929 of the Commission's Rules when read in conjunction with the applicable radio service rules found in Parts 22 and 90 of the Commission's Rules? (NOTE: This question only applies to certain site-specific applications. See the instructions for applicability and full text of Section 1.929)	() <u>Y</u> <u>e</u> s <u>N</u> o
8a) Does this filing request a Waiver of the Commission's Rules? If 'Yes', attach an exhibit providing the rule numbers and expanding circumstances.	(<u>N</u>) <u>Y</u> <u>e</u> s <u>N</u> o
8b) If a feeable waiver request is attached, multiply the number of stations (call signs) times the number of rule sections and enter the result.	
8c) Are the frequencies or parameters requested in this filing covered by grandfathered privileges, previously approved by waiver, or functionally integrated with an existing station?	() <u>Y</u> <u>e</u> s <u>N</u> o
9) Are attachments being filed with this application?	(<u>Y</u>) <u>Y</u> <u>e</u> s <u>N</u> o

Applicant Information

10) FCC Registration Number (FRN): 0012191813			
11) Licensee is a(n): Limited Liability Corporation			
12) First Name (if individual):	MI:	Last Name:	Suffix:
13) Entity Name (if other than individual): Edge Mobile, LLC			
14) Name of Real Party in Interest of Applicant (if different from applicant):			
15) Taxpayer Identification Number of Real Party in Interest:			
16) Attention To: Wayne M. Perry			
17) P.O. Box:	And/Or	18) Street Address: 650 SW Columbia, Suite 7200	

19) City: Bend	20) State: OR	21) Zip Code: 97792
22) Telephone Number: (541)330-9698		23) FAX Number: (541)330-9558
24) E-Mail Address:		

Contact Information (If different than applicant)

25) First Name: Thomas	MI:	Last Name: Gutierrez	Suffix:
26) Entity Name: Lukas, Nace, Gutierrez & Sachs, Chartered			
27) P.O. Box:	And/Or	28) Street Address: 1650 Tysons Boulevard, Suite 1500	
29) City: McLean	30) State: VA	31) Zip Code: 22102	
32) Telephone Number: (703)584-8678		33) FAX Number: (703)584-8696	
34) E-Mail Address: tgutierrez@fcclaw.com			

Regulatory Status

35) This filing is for authorization to provide or use the following type(s) of radio service offering (enter all that apply):	<input checked="" type="checkbox"/> (Yes) <u>C</u> ommon Carrier <input type="checkbox"/> (No) <u>N</u> on-Common Carrier <input type="checkbox"/> (No) <u>P</u> rivate, internal communications <input type="checkbox"/> (No) <u>B</u> roadcast Services <input type="checkbox"/> (No) <u>B</u> and <u>M</u> anager
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Type of Radio Service

36) This filing is for authorization to provide the following type(s) of radio service (enter all that apply):	<input checked="" type="checkbox"/> (Yes) <u>F</u> ixed <input checked="" type="checkbox"/> (Yes) <u>M</u> obile <input type="checkbox"/> (No) <u>R</u> adiolocation <input type="checkbox"/> (No) <u>S</u> atellite (sound) <input type="checkbox"/> (No) <u>B</u> roadcast Services
37) Interconnected Service? (<u>Y</u>) <u>Yes</u> <u>No</u>	

Fee Status

38) Is the Applicant exempt from FCC application fees?	() <u>Yes</u> <u>No</u>
39) Is the Applicant exempt from FCC regulatory fees?	() <u>Yes</u> <u>No</u>

Alien Ownership Questions (If any answer is Yes, attach exhibit explaining circumstances.)

40) Is the applicant a foreign government or the representative of any foreign government?	(<u>N</u>) <u>Yes</u> <u>No</u>
41) Is the applicant an alien or the representative of an alien?	(<u>N</u>) <u>Yes</u> <u>No</u>
42) Is the applicant a corporation organized under the laws of any foreign government?	(<u>N</u>) <u>Yes</u> <u>No</u>
43) Is the applicant a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	(<u>N</u>) <u>Yes</u> <u>No</u>

44) Is the applicant directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?	(N) <u>Yes</u> No
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Basic Qualification Questions (If any answer is Yes, attach exhibit explaining circumstances.)

45) Has the applicant or any party to this application or amendment had any FCC station authorization, license, or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission?	(N) <u>Yes</u> No
46) Has the applicant or any party to this application or amendment, or any party directly or indirectly controlling the applicant, ever been convicted of a felony by any state or federal court?	(N) <u>Yes</u> No
47) Has any court finally adjudged the applicant or any party directly or indirectly controlling the applicant guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition?	(N) <u>Yes</u> No
48) Is the applicant or any party directly or indirectly controlling the applicant, currently a party in any pending matter referred to in the preceding two items?	(N) <u>Yes</u> No

Aeronautical Advisory Station (Unicom) Certification

49) () I certify that the station will be located on property of the airport to be served, and, in cases where the airport does not have a control tower, RCO, or FAA flight service station, that I have notified the owner of the airport and all aviation service organizations located at the airport within ten days prior to application.

50) Race, Ethnicity, Gender of Applicant/Licensee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

General Certification Statements

1) The applicant waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
2) The applicant certifies that grant of this application would not cause the applicant to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.* *If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
3) The applicant certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
4) The applicant certifies that neither the applicant nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. This certification does not apply to applications filed in services exempted under Section 1.2002(c) of the rules, 47 CFR § 1.2002(c). See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b) for the definition of 'party to the application' as used in this certification.
5) The applicant certifies that it either (1) has current Form 602 on file with the Commission, (2) is filing an update Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.

6) The applicant certifies that the facilities, operations, and transmitters for which this authorization is hereby requested are either: (1) categorically excluded from routine environmental evaluation for RF exposure as set forth in 47 C.F.R. § 1.1307(b); or, (2) have been found not to cause human exposure to levels of radiofrequency radiation in excess of the limits specified in 47 C.F.R. §§ 1.1310 and 2.1093; or, (3) are the subject of one or more Environmental Assessments filed with the Commission.

Signature

51) Typed or Printed Name of Party Authorized to Sign			
First Name: Wayne	MI: M	Last Name: Perry	Suffix:
52) Title: Managing Member			
Signature: Wayne M Perry			53) Date: 03/18/05
<p>Failure To Sign This Application May Result In Dismissal Of The Application And Forfeiture Of Any Fees Paid</p> <p>Upon grant of this license application, the licensee may be subject to certain construction or coverage requirements. Failure to meet the construction or coverage requirements will result in termination of the license. Consult appropriate FCC regulations to determine the construction or coverage requirements that apply to the type of license requested in this application.</p> <p>WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, § 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, § 503).</p>			

FCC 601 Schedule B	<p align="center">Schedule for Geographically Licensed Services</p>	Approved by OMB 3060 - 0798 See instructions for public burden estimate
		File Number: 0002069630

Market/Channel Block				
1) Market Designator	2) Market Name	3) Channel Block	4) Sub-Market Designator	5) I am seeking a Tribal Lands Bidding Credit in this market
BTA036	Bellingham, WA	C3	3	No
BTA038	Bend, OR	F		No
BTA089	Colorado Springs, CO	C4	4	No
BTA106	Dayton-Springfield, OH	C4	4	No
BTA110	Denver, CO	C5	5	No
BTA149	Ft. Collins-Loveland, CO	C4	4	No
BTA226	Kansas City, MO	C4	4	No
BTA298	Minneapolis-St. Paul, MN	C3	3	No
BTA319	New London-Norwich, CT	C4	4	No
BTA324	Norfolk-Virginia Beach-Newport	C4	4	No
BTA329	Oklahoma City, OK	C4	4	No

BTA331	Olympia-Centralia, WA	C3	3	No
BTA350	Pittsburgh, PA	C3	3	No
BTA350	Pittsburgh, PA	C5	5	No
BTA353	Pocatello, ID	F		No
BTA361	Poughkeepsie-Kingston, NY	C5	5	No
BTA374	Richmond-Petersburg, VA	C4	4	No
BTA376	Roanoke, VA	C5	5	No
BTA385	Roseburg, OR	E		No
BTA408	Sarasota-Bradenton, FL	C5	5	No
BTA451	Twin Falls, ID	F		No

Tribal Lands Information						
6) Market Designator	7) Channel Block	8) Name of Tribal Lands	9) Area, in square kilometers, of tribal lands contained within designated market	10) Indicate with an "X" those tribal lands where applicant has secured the required certification(s) from the tribal governments (attach certification(s))	11) The amount of bidding credit as defined by FCC Rules (by Market)	12) Additional amount of bidding credit requested (attach justification)

Certification Statements**For Applicants Claiming Eligibility as an Entrepreneur Under the General Rule**

Applicant certifies that they are eligible to obtain the licenses for which they apply.

For Applicants Claiming Eligibility as a Publicly Traded Corporation

Applicant certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.

For Applicants Claiming Eligibility using a Control Group Structure

Applicant certifies that they are eligible to obtain the licenses for which they apply.

Applicant certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Applicants Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium

Applicant certifies that they are eligible to obtain the licenses for which they apply.

Applicant certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Applicants Claiming Eligibility as a Rural Telephone Company

Applicant certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

For Applicants Claiming Tribal Lands Bidding Credit

Applicant certifies that it will comply with the bidding credit buildout requirements and consult with the tribal government(s) regarding the siting of facilities and deployment of service on the tribal land(s) as set out in the applicable FCC rules.

The copy resulting from Print Preview is intended to be used as a reference copy only and MAY NOT be submitted to the FCC as an application for manual filing.

Attachment List

Attachment Type	Date	Description	Contents
Ownership	03/07/05	Exh A - Ownership Information	<u>0179994399520827373948986.pdf</u>
Other	03/07/05	Exh C - Closed Bidding Eligibility	<u>0179994409520827373948986.pdf</u>
Other	03/07/05	Exh E - Agreements and Other Instruments	<u>0179994429520827373948986.pdf</u>
Ownership	03/07/05	Exh H - Geographic Overlap Statement	<u>0179994459520827373948986.pdf</u>
Ownership	03/18/05	Amended Exh A - Ownership Information	<u>0180024709520827373948986.pdf</u>

EDGE MOBILE, LLC

FCC Form 601: Amended Exhibit A Ownership Information

Part 1. Direct Ownership

Following is information pertaining to parties holding 10% or more of each class of stock, warrants, options, debt securities of Edge Mobile, LLC ("Edge Mobile").

Edge Mobile is a limited liability company and has issued no stock, warrants, options, or, except for the executed Promissory Note between Edge Mobile and Cingular that is summarized in Exhibit E of this application, debt securities. The ownership of Edge Mobile's membership units is described below:

Name: Edge Mobile Wireless, LLC
Address: 650 SW Columbia, Suite 7200
Bend, OR 97702
Organized: USA
Direct Interest: 15% (100% per multiplier)¹

Name: Cingular Mobile Wireless, LLC
Address: 17330 Preston Road, Suite 100A
Dallas, TX 75252
Organized: USA
Direct Interest: 85% (100% per multiplier)²

Part 2. Indirect Ownership

Following is information pertaining to parties holding indirect interests in Edge Mobile equal to 10% or more:

Entity	Percentage Indirect Interest in Applicant
Edge Wireless Holding Company, LLC*	15% (100% per multiplier)
Wayne M. Perry**	5.29% (100% per multiplier)

¹ Because Edge Mobile Wireless, LLC holds a controlling interest in the Applicant, its interest in the Applicant will be treated as if it were 100% for purposes of applying the multiplier. It also holds 100% of the voting interests in the Applicant.

² Because Cingular Mobile Wireless, LLC holds a non-controlling interest in the Applicant that exceeds 50%, its interest in the Applicant will be treated as if it were 100% for purposes of applying the multiplier.

Calvin Cannon***	4.47% (29.82% per multiplier)
Donnie Castleman***	2.04% (13.59% per multiplier)

*Edge Wireless Holding Company, LLC owns all the membership interests in Edge Mobile Wireless, LLC, which in turn, owns 15% of the membership units in the Applicant.³

**Wayne M. Perry owns 35.24% of Edge Wireless Holding Company, LLC, which in turn, owns 100% of Edge Mobile Wireless, LLC, which in turn, owns 15% of the membership shares of the Applicant.⁴

***These individuals own a non-controlling interest in the Applicant. However, Messrs. Cannon and Castleman own 29.82% and 13.58%, respectively, of Edge Wireless Holding Company, LLC, which in turn, owns all the membership interests in Edge Mobile Wireless, LLC, which in turn, owns 15% of the membership interests in the Applicant. Thus, disclosure of their interest in this instance is required because Edge Wireless Holding Company, LLC's interest in the Applicant is treated as if it were 100% for purposes of applying the multiplier.

The following entities have either a direct or indirect interest of 10% or more in Cingular Mobile Wireless, LLC, which in turn, holds a non-controlling interest in the Applicant and 85% of the Applicant's membership units.

Entity	Percentage Indirect Interest in Applicant
BellSouth Corporation*	34% (100% per multiplier)
Cingular Wireless LLC*	85% (100% per multiplier)
SBC Communications Inc.*	51% (100% per multiplier)

* SBC Communications Inc. ("SBC") and BellSouth Corporation ("BellSouth"), through various wholly owned U.S. subsidiaries, indirectly hold approximately 60% and 40%, respectively, of the membership units of Cingular Wireless LLC ("CWL"), the sole member of Cingular Mobile Wireless, LLC, which in turn holds 85% of the Applicant's membership units. Cingular Wireless Corporation, which is owned and controlled equally by SBC and BellSouth, owns less than one percent of, but controls, CWL.

³ Because Edge Wireless Holding Company, LLC's interest in the Applicant is a controlling interest, it will be treated as if the interest is 100% for purposes of applying the multiplier.

⁴ Because Mr. Perry holds a controlling interest in the Applicant, his interest in the Applicant will be treated as if it were 100% for purposes of applying the multiplier.

SBC holds its indirect interests in CWL through SBC Alloy Holdings, Inc. ("SBC Alloy") and SBC Long Distance, Inc. ("SBC LD"). SBC Alloy is jointly owned by eight (8) wholly owned subsidiaries of SBC: New Southwestern Bell Mobile Systems, Inc. ("New SBMS;" 62.01%); SBC Teleholdings, Inc. ("SBCT;" 11.04%); AWACS, Inc. (13.68%); Southern New England Telecommunications Corporation ("SNET;" 6.31%); New SBC Wireless, Inc. ("New SBCW;" 3.74%); Pacific Telesis Group ("PTG;" 2.72%); SBC Services, Inc. ("SBC Services;" 0.47%); and SBC Management Services, L.P. ("SBC Management;" 0.03%). SBC directly owns SBC LD, SNET, PTG, New SBCW, SBC Management Services Holdings, Inc. ("SBC MSH"), SBC Services, Inc. and SBCT. New SBCW owns 80% and PTG owns 20% of New SBMS. New SBCW also owns Delaware Valley Cellular Corporation, which directly owns AWACS, Inc. SBC MSH directly holds a 99% limited partnership interest in SBC Management and holds 100% of SBC-MSI, LLC, which directly holds a 1% general partnership interest in SBC Management.

BellSouth holds its indirect interests in CWL through BLS Cingular Holdings, LLC ("BLS Cingular") and BellSouth Mobile Data, Inc. ("BSMD"). The members of BLS Cingular are: AB Cellular Holding, LLC ("AB Cellular" - 97.60%) and Wireless Telecommunications Investment Company, LLC ("WTIC" - 2.40%). BellSouth directly owns BellSouth Enterprises, Inc. ("BSE"). BSE directly owns BellSouth Mobile Systems, Inc. ("BSMS"). BSMS directly owns BSMD, which directly owns RAM Broadcasting Corporation ("RAM") and is the sole member of WTIC. The members of AB Cellular are BSMD (97.70%) and RAM (2.30%).

SBC and BellSouth equally own and control Cingular Wireless Corporation, which – in addition to the *de minimis* ownership interest in CWL described above – controls CWL. Therefore, although the economic interests in CWL are divided approximately 60/40 between SBC subsidiaries and BellSouth subsidiaries, respectively, control is equally shared.

Part III. Other Disclosable Interests and Entities

The Applicant currently holds no interests in any FCC-regulated entities/FCC license applicants. Edge Wireless Holding Company, LLC, which holds a controlling interest in the Applicant, has a 10% or more interest, direct or indirect, in the FCC-regulated entities/FCC license applicants listed below.

FCC-Regulated Entity or Applicant for an FCC License	Principal Line of Business
Edge Wireless Licenses, LLC	Provision of CMRS Services
Edge Acquisitions, LLC	Provision of CMRS Services
Edge Wireless Ventures, LLC	Provision of CMRS Services

Wayne M. Perry, who holds a controlling interest in the Applicant, has a 10% or more interest, direct or indirect, in the following FCC-regulated entities/FCC license applicants:

FCC-Regulated Entity or Applicant for an FCC License	Principal Line of Business
Edge Wireless Licenses, LLC	Provision of CMRS Services
Meriwether Communications, LLC	Provision of CMRS Services
Edge Acquisitions, LLC	Provision of CMRS Services
Edge Wireless Ventures, LLC	Provision of CMRS Services

Cingular Mobile Wireless, LLC, which holds a non-controlling 85% interest in the Applicant, does not hold a 10% or greater interest, directly or indirectly, in any other FCC-regulated entities/FCC license applicants.

Cingular Wireless LLC, which owns 100% of the membership units of Cingular Mobile Wireless, LLC, and its parent, Cingular Wireless Corporation, hold a 10% or more interest, directly or indirectly, in the following FCC-regulated entities/FCC license applicants:

FCC-Regulated Entity or Applicant for an FCC License	Principal Line of Business
ABC Wireless, L.L.C.	Provision of CMRS Services
Acadiana Cellular General Partnership	Provision of CMRS Services
Alltel Newco LLC	Provision of CMRS Services
AN Subsidiary, L.L.C.	Provision of CMRS Services
Arnage Wireless, L.L.C.	Provision of CMRS Services
AWS License Newco, LLC	Provision of CMRS Services
Bellingham Cellular Partnership	Provision of CMRS Services
Binghamton CellTelco	Provision of CMRS Services
Bloomington Cellular Telephone Company	Provision of CMRS Services
Blue Licenses Holding, LLC	Provision of CMRS Services
Blue Texas Licenses Holding, L.P.	Provision of CMRS Services
Bradenton Cellular Partnership	Provision of CMRS Services
Bremerton Cellular Telephone Company	Provision of CMRS Services
Cagal Cellular Communications Corporation	Provision of CMRS Services
Cascade Wireless, LLC	Provision of CMRS Services
CCPR of the Virgin Islands, Inc.	Provision of CMRS Services
CCPR Paging, Inc.	Provision of CMRS Services
CCPR Services, Inc.	Provision of CMRS Services
Champaign CellTelco	Provision of CMRS Services
Chattanooga MSA Limited Partnership	Provision of CMRS Services
Cincinnati Bell Wireless, LLC	Provision of CMRS Services

FCC-Regulated Entity or Applicant for an FCC License	Principal Line of Business
Cincinnati SMSA Limited Partnership	Provision of CMRS Services
Cingular Pennsylvania, LLC	Provision of CMRS Services
Cingular Wireless of Austin Limited Partnership	Provision of CMRS Services
Cingular Wireless of Galveston, L.P.	Provision of CMRS Services
Cingular Wireless of Texas RSA #11 Limited Partnership	Provision of CMRS Services
Cingular Wireless of Texas RSA #16 Limited Partnership	Provision of CMRS Services
Cordova Wireless	Provision of CMRS Services
Dallas SMSA Limited Partnership	Provision of CMRS Services
Decatur RSA Limited Partnership	Provision of CMRS Services
Detroit SMSA Limited Partnership	Provision of CMRS Services
Eastern Missouri Cellular Limited	Provision of CMRS Services
Edge Wireless Licenses, LLC	Provision of CMRS Services
Florida RSA No. 2B (Indian River) Limited Partnership	Provision of CMRS Services
Georgia RSA No. 1 Limited Partnership	Provision of CMRS Services
Georgia RSA No. 2 Limited Partnership	Provision of CMRS Services
Georgia RSA No. 3 Limited Partnership	Provision of CMRS Services
Hood River Cellular Telephone Company, Inc.	Provision of CMRS Services
Houma-Thibodaux Cellular Partnership	Provision of CMRS Services
Houston Cellular Telephone Company, L.P.	Provision of CMRS Services
Indiana Acquisition, L.L.C.	Provision of CMRS Services
Jacksonville MSA Limited Partnership	Provision of CMRS Services
Kansas City SMSA Limited Partnership	Provision of CMRS Services
Lafayette MSA Limited Partnership	Provision of CMRS Services
Lewis and Clark Communications, L.L.C.	Provision of CMRS Services
Lone Star Wireless, L.L.C.	Provision of CMRS Services
Longview Cellular, LLC	Provision of CMRS Services
Louisiana RSA No. 7 Cellular General Partnership	Provision of CMRS Services
Louisiana RSA No. 8 Limited Partnership	Provision of CMRS Services
Lubbock SMSA Limited Partnership	Provision of CMRS Services
Madison SMSA Limited Partnership	Provision of CMRS Services
MC Cellular, LLC	Provision of CMRS Services
McAllen-Edinburg-Mission SMSA Limited	Provision of CMRS Services
McCaw Communications of Johnstown, LLC	Provision of CMRS Services
McLang Cellular, LLC	Provision of CMRS Services
Medford Cellular Telephone Company, Inc.	Provision of CMRS Services
Melbourne Cellular Telephone Company	Provision of CMRS Services

FCC-Regulated Entity or Applicant for an FCC License	Principal Line of Business
Milwaukee SMSA Limited Partnership	Provision of CMRS Services
Missouri RSA 11/12 Limited Partnership	Provision of CMRS Services
Missouri RSA 8 Limited Partnership	Provision of CMRS Services
Missouri RSA 9B1 Limited Partnership	Provision of CMRS Services
New Cingular Wireless Flight Operations, LLC	Flight Operations
New Cingular Wireless PCS of Philadelphia, LLC	Provision of CMRS Services
New Cingular Wireless PCS, LLC	Provision of CMRS Services
New Cingular Wireless Services, Inc.	Provision of CMRS Services
New Cingular Wireless Services of Nevada, LLC	Provision of CMRS Services
New Cingular Wireless Services of Tulsa, LLC	Provision of CMRS Services
New Cingular Wireless WCS License Corporation	Provision of CMRS Services
Northeast Texas Cellular Telephone Company, LP	Provision of CMRS Services
Northeastern Georgia RSA Limited Partnership	Provision of CMRS Services
Ocala Cellular Telephone Company, Inc.	Provision of CMRS Services
Oklahoma City SMSA Limited Partnership	Provision of CMRS Services
Oklahoma RSA 3 Limited Partnership	Provision of CMRS Services
Oklahoma RSA 9 Limited Partnership	Provision of CMRS Services
Olympia Cellular Telephone Company, Inc.	Provision of CMRS Services
Orange Licenses Holding, LLC	Provision of CMRS Services
Orange Texas Licenses Holding, L.P.	Provision of CMRS Services
Orlando SMSA Limited Partnership	Provision of CMRS Services
Ozark Cellular Company, LLC ⁵	Provision of CMRS Services
Panther Wireless, L.L.C.	Provision of CMRS Services
Pine Bluff Cellular, Inc. ⁶	Provision of CMRS Services
Pittsburgh Cellular Telephone Company	Provision of CMRS Services
Pittsfield Cellular Telephone Company	Provision of CMRS Services
Provo Cellular Telephone Company	Provision of CMRS Services
Reno Cellular Telephone Company	Provision of CMRS Services

⁵ An application to acquire control of this entity has been granted, *see* ULS File No. 0001973319, but the transaction has not yet been consummated.

⁶ An application to acquire control of this entity has been granted, *see* ULS File No. 0001973552, but the transaction has not yet been consummated.

FCC-Regulated Entity or Applicant for an FCC License	Principal Line of Business
Royal Wireless, L.L.C.	Provision of CMRS Services
Sabre Wireless, L.L.C.	Provision of CMRS Services
Salem Cellular Telephone Company	Provision of CMRS Services
Salmon PCS Licensee LLC	Provision of CMRS Services
San Juan Cellular Telephone Company	Provision of CMRS Services
Santa Barbara Cellular Systems, Ltd.	Provision of CMRS Services
Sarasota Cellular Telephone Company	Provision of CMRS Services
Southwest Wireless, L.L.C.	Provision of CMRS Services
St. Cloud Cellular Telephone Company, Inc.	Provision of CMRS Services
St. Joseph CellTelco	Provision of CMRS Services
St. Joseph SMSA Limited Partnership	Provision of CMRS Services
Telecorp Communications, LLC	Provision of CMRS Services
Texas RSA 10B1 Limited Partnership	Provision of CMRS Services
Texas RSA 10B3 Limited Partnership	Provision of CMRS Services
Texas RSA 18 Limited Partnership	Provision of CMRS Services
Texas RSA 19 Limited Partnership	Provision of CMRS Services
Texas RSA 20B1 Limited Partnership	Provision of CMRS Services
Texas RSA 6 Limited Partnership	Provision of CMRS Services
Texas RSA 7B1 Limited Partnership	Provision of CMRS Services
Texas RSA 9B1 Limited Partnership	Provision of CMRS Services
Texas RSA 9B4 Limited Partnership	Provision of CMRS Services
THC of Houston, Inc.	Provision of CMRS Services
THC of Melbourne, Inc.	Provision of CMRS Services
THC of Orlando, Inc.	Provision of CMRS Services
THC of San Diego, Inc.	Provision of CMRS Services
THC of Tampa, Inc.	Provision of CMRS Services
Toledo MSA Limited Partnership	Provision of CMRS Services
Topeka Cellular Telephone Company, Inc.	Provision of CMRS Services
Topeka SMSA Limited Partnership	Provision of CMRS Services
Triton License Newco, LLC	Provision of CMRS Services
USCC Newco LLC	Provision of CMRS Services
Vanguard Binghamton, LLC	Provision of CMRS Services
Vanguard Cellular Pennsylvania, L.P.	Provision of CMRS Services
Visalia Cellular Telephone Company	Provision of CMRS Services
Wheeling Cellular Telephone Company	Provision of CMRS Services
Wichita SMSA Limited Partnership	Provision of CMRS Services
Wireless Acquisition, L.L.C.	Provision of CMRS Services
Worcester Telephone Company	Provision of CMRS Services
Zuma/Lubbock, Inc.	Provision of CMRS Services

FCC-Regulated Entity or Applicant for an FCC License	Principal Line of Business
Zuma/Odessa, Inc.	Provision of CMRS Services

In addition to the interests it holds through Cingular Wireless LLC (listed above), SBC holds a 10% or more interest, directly or indirectly, in the following FCC-regulated entities/FCC license applicants:

FCC-Regulated Entity or Applicant for an FCC License	Principal Line of Business
Ameritech Advanced Data Services of Illinois, Inc.	Provision of Advanced Services
Ameritech Advanced Data Services of Indiana, Inc.	Provision of Advanced Services
Ameritech Advanced Data Services of Michigan, Inc.	Provision of Advanced Services
Ameritech Advanced Data Services of Ohio, Inc.	Provision of Advanced Services
Ameritech Advanced Data Services of Wisconsin, Inc.	Provision of Advanced Services
Ameritech Mobile Services, Inc.	Provision of CMRS Services
Ameritech Payphone Services, Inc.	Provision of Public Telephone Services to Prisons
Ameritech Publishing, Inc.	Directory Assistance and Publishing
Ameritech St. Louis Paging Corporation	Provision of CMRS Services
Bristol Bay Cellular Partnership	Provision of CMRS Services
Illinois Bell Telephone Company, L.P.	Provision of Wireline Telecommunications Services
Indiana Bell Telephone Company, Incorporated	Provision of Wireline Telecommunications Services
Michigan Bell Telephone Company	Provision of Wireline Telecommunications Services
Nevada Bell Telephone Company	Provision of Wireline Telecommunications Services
The Ohio Bell Telephone Company	Provision of Wireline Telecommunications Services
Ozark Cellular Company, LLC	Provision of CMRS Services
Pacific Bell Telephone Company	Provision of Wireline Telecommunications Services
Pine Bluff Cellular, Inc.	Provision of CMRS Services
SBC Advanced Solutions, Inc.	Provision of Advanced Services
SBC Global Services, Inc.	Telecommunications and Systems Integration; Sales and Service
SBC Laboratories, Inc.	Telecommunications Research and Development; Provision of Technical Consulting Services to SBC Companies
SBC Telecom, Inc.	Provision of Wireline Telecommunications Services

FCC-Regulated Entity or Applicant for an FCC License	Principal Line of Business
SBC Teleholdings, Inc.	Telecommunications Holding Company
SNET America, Inc.	Provision of Public Telephone Services
SNET Diversified Group, Inc.	Provision of Telecommunications Services
The Southern New England Telephone Company	Provision of Wireline Telecommunications Services
SBC Internet Services, Inc.	Provision of Hosted IP Communications Services
SBC Long Distance, Inc.	Provision of Long Distance Services
Southwestern Bell Telephone, L.P.	Provision of Wireline Telecommunications Services
Southwestern Bell Video Services, Inc.	Provision of Satellite Master Antenna Television Services
Wisconsin Bell, Inc.	Provision of Wireline Telecommunications Services
The Woodbury Telephone Company	Provision of Wireline Telecommunications Services

In addition to the interests it holds through Cingular Wireless LLC (listed above), BellSouth holds a 10% or more interest, directly or indirectly, in the following FCC-regulated entities/FCC license applicants

FCC-Regulated Entity or Applicant for an FCC License	Principal Line of Business
BellSouth Entertainment, LLC	Provision of Wireline and Wireless Cable Services
BellSouth International, Inc.	Provision of International Long Distance Services
BellSouth Long Distance, Inc.	Provision of Long Distance Services
BellSouth Telecommunications, Inc.	Provision of Landline Telephone Services
BellSouth Wireless Cable, Inc.	Provision of Wireless Cable Services
South Florida Television Inc.	Provision of Broadcast Services

EDGE MOBILE, LLC

FCC Form 601: Exhibit C Closed Bidding Eligibility

As described in Exhibit E, Edge Mobile, LLC ("Edge Mobile") is controlled by Edge Mobile Wireless, LLC, which in turn, is controlled by Wayne M. Perry. As demonstrated below, Edge Mobile qualifies to hold those Auction 58 licenses won in closed bidding because, as of the FCC Form 175 filing deadline, Edge Mobile, together with its affiliates, its controlling interests, and affiliates of its controlling interests, have combined gross revenues of less than \$125 million in each of the preceding two years (2003 and 2002) and combined total assets of less than \$500 million. 47 C.F.R. § 24.709(a).

Edge Mobile, LLC (Applicant)

2002 Gross Revenues:	Not in Existence
2003 Gross Revenues:	Not in Existence
Total Assets:	\$0.00

Wayne M. Perry, Jr. (controlling interest)¹

2002 Gross Revenues:	\$0.00
2003 Gross Revenues:	\$0.00
Total Assets:	\$0.00

Edge Mobile Wireless, LLC (controlling interest)

2002 Gross Revenues:	Not in Existence
2003 Gross Revenues:	Not in Existence
Total Assets:	\$0.00

Meriwether Communications, LLC (affiliate of controlling interest)

2002 Gross Revenues:	\$0.00
2003 Gross Revenues:	\$0.00
Total Assets:	\$17,045,316.00

Edge Wireless Holding Company, LLC ("Edge Holding") (affiliate of applicant)*

2002 Gross Revenues:	\$69,827,856.00
2003 Gross Revenues:	\$78,289,593.00
Total Assets:	\$135,231,635.00

¹ The Commission does not consider income and net worth of individuals when determining eligibility as an entrepreneurial licensee. See Implementation of Section 309(j) of the Communications Act - *Competitive Bidding*, Fifth Memorandum Opinion and Order in PP Docket No. 93-253, FCC 94-285, 76 RR 2d 945, 10 FCC Rcd 403 (1994) and *In re: Brookings Municipal Utilities Request for Waiver of Sections 24.813(a) (3), 24.709(a)(2) and 24.709 (b)*, 12 FCC Rcd 1346 (1997).

***The revenues and assets of Edge Holding are consolidated and include Edge Wireless Licenses, LLC, Edge Wireless, LLC, Edge Ventures, LLC, and Edge Acquisitions, LLC. These entities are all affiliates of the Applicant.**

Applicant's aggregate gross revenues for each of the preceding two years, and assets as of the short-form application filing date, computed in accordance with 47 C.F.R. § 1.2110(c), are as follows:

2002 Aggregate Gross Revenues:	\$69,827,856.00
2003 Aggregate Gross Revenues:	\$78,289,593.00
Aggregate Total Assets:	\$152,276,951.00

****The above total assets and gross revenues are based on audited financial statements prepared in accordance with GAAP consistently applied.**

EDGE MOBILE, LLC

Exhibit E Agreement and Other Instruments

I. AGREEMENTS DISCLOSED PURSUANT TO SECTION 1.2105 OF THE COMMISSION'S RULES

A. Edge Mobile Agreements¹

Edge Mobile, LLC ("Edge Mobile" or "Applicant") hereby certifies under penalty of perjury that, with respect to the licenses in Auction 58, except as set forth below, it has entered into no partnerships, joint venture, consortia or other agreements, arrangements or understandings of any kind with third parties relating to the licenses being auctioned, including any such agreements relating to the post-auction market structure. The exception is that Edge Mobile, Edge Mobile Wireless, LLC, and Cingular Mobile Wireless, LLC ("Cingular") entered into a Bidding Protocol and Joint Bidding Agreement on November 30, 2004, as amended ("Bidding Agreement"). The Bidding Agreement, which governed Edge Mobile's bidding during Auction 58, and was disclosed in the Edge Mobile Form 175 submission, is summarized below in Section II.B.5 of this exhibit.

B. Other Agreements

Cingular is a reportable member of Edge Mobile pursuant to Section 1.2105(c)(6) of the FCC's rules because Cingular owns an equity interest equal to or greater than 10% of Edge Mobile. As noted in Exhibit A to this Form 601, Cingular holds one of the two member interests in the Applicant. The sole member interest in Cingular is held by Cingular Wireless LLC ("CWL"). CWL and its affiliates are engaged primarily in the business of providing CMRS services, and entered into certain agreements, arrangements or understandings prior to the filing of short-form applications that may be construed by some to be agreements, arrangements or understandings with regard to the post-Auction 58 market structure. Though Section 1.2107(d) of the FCC's rules does not specifically require disclosure with respect to such agreements, they are described below out of an abundance of caution.²

¹ In its Form 175 submission, Edge Mobile explained that affiliates of Edge Mobile Wireless have certain roaming and other operational agreements with T-Mobile USA. As these do not involve the licenses being auctioned, post-auction market structure, or bids or bidding strategies, and were reported only out of an abundance of caution to avoid any question regarding compliance with Section 1.2105, those agreements are not summarized herein. Edge Mobile will provide such information upon Commission request.

² In the Edge Mobile Form 175, CWL identified American Cellular Corporation ("ACC") and Dobson Cellular Systems, Inc. ("Dobson") as parties with whom it had

1. Cerberus Capital Management, L.P.; Interactive Acquisition Inc.; Interactive Acquisition LLC

On September 24, 2004, CWL (and, for certain limited purposes, its affiliates RAM Communications Group, LLC and SBC Wireless LLC) entered into an agreement to sell CWL's 900 MHz SMR licenses and related assets to Cerberus Capital Management, L.P., Interactive Acquisition Inc. and Interactive Acquisition LLC ("Cerberus"). The sale of assets other than FCC authorizations closed on October 22, 2004, at which time Cerberus commenced interim operations on the SMR spectrum pursuant to a spectrum manager leasing arrangement.³ Applications to effectuate the transfer of the FCC authorizations to Cerberus were granted by the FCC on or around December 13, 2004.⁴ The transfer of the FCC authorizations to Cerberus closed on December 30, 2004, at which time the spectrum lease terminated.

2. Triton PCS Holdings, Inc.; Triton PCS, Inc.; Triton PCS License Company, LLC; Triton PCS Property Company, LLC; Triton PCS Operating Company, LLC; Triton PCS Equipment Company, LLC

On September 21, 2004, CWL (along with certain affiliates⁵) entered into an agreement to exchange spectrum and related assets in certain markets with Triton PCS Holdings, Inc. and its above-listed affiliates ("Triton"). The agreement calls for CWL to

entered agreements. These entities were identified only out of an abundance of caution to avoid any question regarding compliance with Section 1.2105. The agreements generally involve roaming arrangements between Cingular and these companies. CWL was interested in continuing to discuss certain aspects of those agreements with ACC and Dobson, and was unsure whether those companies would file applications to participate in Auction 58. While CWL did not believe that those discussions would relate to the licenses being auctioned, the post-auction market structure, or bids or bidding strategies in Auction 58, ACC and Dobson were identified on the Edge Mobile Form 175 out of an abundance of caution. Neither ACC nor Dobson filed an application to participate in Auction 58. For these reasons, these agreements are not summarized herein. Edge Mobile will provide such information upon Commission request.

³ See File No. 0001889690.

⁴ See, e.g., *Public Notice*, Rep. No. 2018 (rel. Dec. 15, 2004) (File No. 0001895549).

⁵ These affiliates include AT&T Wireless Services, Inc. ("AWS") and certain of its subsidiaries, which together became subsidiaries of Cingular on October 26, 2004 and have since been renamed. See *Application of AT&T Wireless Services, Inc. and Cingular Wireless Corp. for Consent to Transfer Control of Licenses and Authorizations*, WT Docket No. 04-70, FCC 04-255, (Oct. 26, 2004) ("Cingular Merger Order").

acquire PCS spectrum in Virginia (the "Virginia Licenses"), along with related assets, and for Triton to acquire PCS spectrum in North Carolina, Puerto Rico and the U.S. Virgin Islands (the "Multi-Area Licenses"), along with related assets. In the first step of the transaction, Triton and Cingular exchanged non-spectrum assets in the markets at issue on December 1, 2004. At the same time, CWL commenced interim operations on the spectrum associated with the Virginia Licenses, and Triton commenced interim operations on the spectrum associated with the Multi-Area Licenses, pursuant to spectrum manager leasing arrangements.⁶ The final step of the transaction consists of the exchange of spectrum following FCC approval, at which time the spectrum manager leases will terminate.⁷ Applications to transfer control of the Virginia Licenses to CWL and the Multi-Area Licenses to Triton were accepted for filing by the FCC on January 26, 2005 and remain pending.⁸

3. T-Mobile USA, Inc. and Omnipoint Communications, Inc.

On May 24, 2004, CWL and certain affiliates (collectively referred to in this paragraph as CWL) and T-Mobile USA, Inc. ("T-Mobile") agreed on terms and conditions for the termination of an existing network infrastructure joint venture involving the New York BTA and the Los Angeles and San Francisco MTAs. The "unwind" arrangements include a series of transactions, all of which have either already been approved by the FCC⁹ or will require future FCC approval. On January 5, 2005, CWL sold to T-Mobile its interest in the joint venture network assets in exchange for cash. To facilitate the transition of CWL customers from the joint venture network, and pursuant to FCC approval, T-Mobile is leasing spectrum from affiliates of CWL under a long-term *de facto* lease agreement which was approved by the FCC and which also became effective on January 5, 2005. The unwind transaction also included an agreement under which CWL sold to T-Mobile specified spectrum in the San Francisco, Sacramento and Las Vegas BTAs. Pursuant to FCC approval, these license assignments were consummated on January 5, 2005. Finally, the unwind agreements include agreements calling for the future exchange of spectrum between CWL and T-Mobile in certain specified markets, and granting an option under which T-Mobile may acquire spectrum from CWL in certain other markets.

⁶ See *Public Notice*, Rep. No. 2062 (rel. Feb. 2, 2005) (File Nos. 0001940030, 0001940113).

⁷ Triton has separately leased from CWL an additional 10 MHz of spectrum in Puerto Rico not subject to the spectrum exchange for a period a one year. See *id.* (File No. 0001935829).

⁸ See *Public Notice*, DA 05-168, WT Docket No. 05-26 (rel. Jan. 26, 2005).

⁹ See *Cingular Merger Order* at ¶¶ 31-33, 37, 197, 278-79 (File Nos. 0001757186, 0001757204 and 0001771442).

4. ALLTEL Corporation

On November 24, 2004, CWL entered into an agreement to divest cellular and PCS spectrum and related assets in Connecticut, Georgia, Kansas, Kentucky, Mississippi, Oklahoma, and Texas to ALLTEL Corporation ("ALLTEL"). The divestiture fulfills, in part, the government-ordered divestiture of CMRS properties as a condition of the approval of Cingular Wireless Corporation's merger with AWS ("Cingular/AWS Merger").¹⁰ Applications to effectuate the divestiture to ALLTEL were accepted for filing by the FCC on February 14, 2005 and remain pending.¹¹

5. MetroPCS Wireless, Inc.; MetroPCS Communications, Inc.

On November 28, 2004, CWL (along with its indirect wholly-owned subsidiary New Cingular Wireless PCS, LLC ("NCW")) entered into an agreement to divest PCS spectrum in the Detroit and Dallas BTAs to MetroPCS Wireless, Inc. and MetroPCS Communications, Inc. ("MetroPCS"). The divestiture fulfills, in part, the government-ordered divestiture of CMRS properties as a condition of the approval of the Cingular/AWS Merger. Applications to effectuate the divestiture in a two-step transaction involving MetroPCS affiliate GWI PCS1, Inc. were granted by the FCC on February 1, 2005.¹² The Step One application was consummated on February 23, 2005.

6. Cincinnati Bell, Inc.; Cincinnati Bell Wireless, LLC; Cincinnati Bell Wireless Holdings LLC

On August 4, 2004, in anticipation of the consummation of the Cingular/AWS Merger, CWL, along with AT&T Wireless PCS, LLC (now NCW), AT&T Wireless Services, Inc., Cincinnati Bell Wireless, LLC, Cincinnati Bell Wireless Holdings LLC, and Cincinnati Bell, Inc., entered into an Agreement and Amendment No. 2 to Operating Agreement of Cincinnati Bell Wireless, LLC. This agreement, among other things, includes terms and conditions under which Cincinnati Bell, Inc. may in the future purchase, or be required to purchase, NCW's member interest in Cincinnati Bell Wireless, LLC. In addition, under the August 4, 2004 agreement, CWL agreed to lease spectrum to Cincinnati Bell affiliates in the Dayton BTA and to extend an existing short-term spectrum leasing arrangement in the Cincinnati BTA. Applications for FCC

¹⁰ See *United States, et al. v. Cingular Wireless Corporation, et al.*, Civil Action No. 04-1850, Preservation of Assets Stipulation and Order, at §§ V-VI (entered Oct. 26, 2004); *Cingular Merger Order* at ¶¶ 258-60.

¹¹ See *Public Notice*, DA 05-389, WT Docket No. 05-57 (rel. Feb. 14, 2005) (Lead File No. 0001966108).

¹² See *Public Notice*, Rep. No. 2062 (rel. Feb. 2, 2005) (Lead File No. 0001967542).

approval of these leasing arrangements have been granted by the FCC,¹³ and these arrangements are currently in effect.

7. United States Cellular Corporation

On November 30, 2004, CWL entered into an agreement to divest cellular and PCS spectrum and related assets in Missouri to United States Cellular Corporation ("USCC"). The divestiture fulfills, in part, the government-ordered divestiture of CMRS properties as a condition of the approval of the Cingular/AWS Merger. Applications to effectuate the divestiture to USCC were accepted for filing by the FCC on January 12, 2005 and remain pending.¹⁴

8. Cellco Partnership d/b/a Verizon Wireless

Tritel A/B Holding, LLC ("Tritel"), an indirect wholly-owned subsidiary of CWL, and Cellco Partnership d/b/a Verizon Wireless ("Cellco") entered into a Purchase and Sale Agreement, dated as of November 30, 2004, pursuant to which CWL agreed to assign from Tritel a 10 MHz portion of a 20 MHz broadband PCS license covering the Knoxville, Tennessee BTA in return for a cash payment from Cellco. The divestiture fulfills, in part, the government-ordered divestiture of CMRS properties as a condition of the approval of the Cingular/AWS Merger. On December 7, 2004, the parties submitted an application for Commission consent to the partial assignment of the license. On December 15, 2004, the Commission released a Public Notice announcing acceptance of the application for filing. On January 12, 2005, Cingular filed a *pro forma* notification with the FCC reporting a corporate restructuring that resulted in the merger of Tritel into NCW, an indirect wholly-owned subsidiary of Cingular. Also on January 12, 2005, Cingular and Cellco made a minor amendment to their application to reflect the new licensee/assignor as New Cingular. On January 26, 2005, the Commission released a Public Notice announcing grant of the application.¹⁵ This partial assignment was consummated on February 23, 2005.

9. Dempster Group, LLC

On November 30, 2004, CWL entered into an agreement to divest PCS spectrum and related assets in Arkansas to Dempster Group, LLC ("Dempster"). The divestiture fulfills, in part, the government-ordered divestiture of CMRS properties as a condition of

¹³ See Public Notice, Rep. No. 2080 (rel. Feb. 23, 2005) (File Nos. 0001932184 and 0001932236).

¹⁴ See Public Notice, Rep. No. 2041 (rel. Jan. 12, 2005) (Lead File No. 50001CWTC05).

¹⁵ See Public Notice, Rep. No. 2056 (rel. Jan. 26, 2005) (File No. 0001963588).

the approval of the Cingular/AWS Merger. Applications to effectuate the divestiture to Dempster were accepted for filing by the FCC on January 26, 2005 and remain pending.¹⁶

10. TX-11 Acquisition, LLC

On November 30, 2004, CWL entered into an agreement to divest cellular and PCS spectrum and related assets in Texas to TX-11 Acquisition, LLC ("TX-11"). The divestiture fulfills, in part, the government-ordered divestiture of CMRS properties as a condition of the approval of the Cingular/AWS Merger. Applications to effectuate the divestiture to TX-11 were accepted for filing by the FCC on January 26, 2005 and remain pending.¹⁷

11. NTCH, Inc.

On November 30, 2004, CWL entered into an agreement to divest PCS spectrum in Mississippi to NTCH, Inc. ("NTCH"). The divestiture fulfills, in part, the government-ordered divestiture of CMRS properties as a condition of the approval of the Cingular/AWS Merger. Applications to effectuate the divestiture to NTCH were granted by the FCC on March 2, 2005.¹⁸ This transaction was consummated on March 3, 2005.

II. AGREEMENTS SUPPORTING STATUS AS AN ENTREPRENEUR

Pursuant to Sections 1.2112(b)(2) and 24.709 of the FCC's Rules, Edge Mobile hereby summarizes the agreements and other documents that support its qualifications as an Entrepreneur and eligibility for Closed Bidding.

A. List of Agreements and Other Documents

1. Limited Liability Company Agreement of Edge Mobile, LLC, dated as of November 30, 2004 ("Edge Mobile LLC Agreement"), including Amendments dated December 22, 2004 and March 7, 2005
2. Promissory Note (Exhibit A to Edge Mobile LLC Agreement)
3. Guaranty and Pledge Agreement (Exhibit B to Edge Mobile LLC Agreement)

¹⁶ See *Public Notice*, Rep. No. 2055 (rel. Jan. 26, 2005) (Lead File No. 50002CWTC05).

¹⁷ See *Public Notice*, Rep. No. 2055 (rel. Jan. 26, 2005) (Lead File No. 50003CWTC05).

¹⁸ See *Public Notice*, Rep. No. 2086 (rel. March 2, 2005) (Lead File No. 0001971900).

4. Security Agreement (Exhibit C to Edge Mobile LLC Agreement)
5. Bidding Protocol and Joint Bidding Arrangement, dated November 30, 2004, including Amendment dated March 7, 2005

B. Summary of Agreements

1. Limited Liability Company Agreement of Edge Mobile, LLC¹⁹

The Edge Mobile LLC Agreement, by and among Edge Mobile, Edge Mobile Wireless, LLC ("Edge Mobile Wireless")²⁰ and Cingular, is governed by the laws of the State of Washington (Section 11.9 of the Edge Mobile LLC Agreement). Edge Mobile was formed for the purpose of participating in FCC Auction 58 and to acquire, hold and operate CMRS systems in various areas of the United States (Section 1.4).

a. Management (Article 6)

Edge Mobile is managed by its managing member (the "Managing Member"), which is Edge Mobile Wireless (Section 6.1). The Managing Member has full power and authority to direct and control the property, business, and affairs of Edge Mobile except for certain matters that require approval by the Member Committee or the Members (Section 6.1). The Managing Member has unfettered use of all facilities and equipment of Edge Mobile and its Subsidiaries, and: controls the daily operations of Edge Mobile; determines and carries out the policy decisions of Edge Mobile, including preparing and filing applications with the FCC; employs, supervises, and dismisses employees of Edge Mobile; and is responsible for overseeing the financial operations of Edge Mobile, including payment of its financing obligations, and receiving moneys and profits from its operations (Section 6.4(c)). The Managing Member also is responsible for preparing annual budgets for review and approval by the Member Committee (Section 6.5).

The Member Committee consists only of representatives of Members that hold Voting Interests (Section 6.2). Edge Mobile Wireless holds all of the Voting Interests in Edge Mobile (Section 2.2(a)). While Cingular may designate a Cingular representative who shall be entitled to attend all meetings of the Member Committee, that representative will be solely an observer, and does not have a right to vote (Section 6.2).

¹⁹ The Edge Mobile LLC Agreement provides that Edge Mobile Wireless and Cingular may create "Mirror LLCs" to hold the licenses that Edge Mobile acquires in Auction 58 (Section 7.11). This provision was designed to give the parties flexibility in addressing operational and other issues. No Mirror LLC has been created to date, but the parties anticipate that the Mirror LLC Agreements will be substantially similar to the Edge Mobile LLC Agreement (Section 7.11). Any request to assign a license from Edge Mobile to a Mirror LLC may require prior FCC consent.

²⁰ Wayne M. Perry is the controlling member of Edge Mobile Wireless.

As explained above, Edge Mobile Wireless controls the Member Committee. All operational decisions of the Member Committee, as well as virtually all other decisions, are made by a simple majority vote of the members of the committee (Section 6.4(b)). The only decisions of the Member Committee that require more than a simple majority vote (*i.e.*, require approval of Cingular) involve certain investor protections set forth below in Section C – Investor Protections. They are patterned after investor protections previously found by the Commission to be appropriate in a variety of circumstances, including those involving Entrepreneurs.

As set forth in Section 6.4(a), the Member Committee has the authority, by simple majority vote (and without the consent of Cingular), to take the following actions:

- The adoption or amendment of any operating or capital budget, subsequent business plan, marketing plan, financial plan, operational plan, technical plan, communication plan, strategic plan or any other material plan, policy, or strategy of Edge Mobile or any of its Subsidiaries;
- The hiring or firing of the manager(s) of the operations of Edge Mobile and its Subsidiaries and the setting of compensation of such Person(s);
- The hiring or firing of the key personnel for any of the Wireless Communications Systems of Edge Mobile or any of its Subsidiaries;
- The approval or amendment of material contracts;
- The commencement or prosecution of any material claim in a judicial proceeding or arbitration forum, or the settlement of any such claim against Edge Mobile or its Subsidiaries;
- Any transaction or series of transactions or other activities which, if carried out, could reasonably be expected to include in the range of possible results the financial performance of Edge Mobile and its Subsidiaries materially diverging from the then current budget or business or other plan of Edge Mobile and its Subsidiaries;
- Any material change in the manner in which the Business is conducted; and
- Any agreement, arrangement or understanding, written or oral, between Edge Mobile or any of its Subsidiaries, on the one hand, and any Committee Member or Affiliates thereof, on the other hand.

b. Qualification as an Entrepreneur

The Edge Mobile LLC Agreement expressly provides that the Members intend that Edge Mobile will qualify as an Entrepreneur as provided in Sections 1.2110 and 24.720 of the FCC's rules (Section 8.3(a)). In addition, prior to the fifth anniversary of

license grant Edge Mobile Wireless is required to provide Cingular with notice before taking any action that could reasonably be expected to result in Edge Mobile losing its eligibility to hold the Auction 58 licenses (Section 8.3(b)). And Edge Mobile Wireless and Cingular are obligated to provide each other with notice in the event that an occurrence or circumstance could result in Edge Mobile no longer being eligible to hold the Auction 58 licenses (Section 8.3(c)).

c. Capital Contributions and Financing

Pursuant to Section 2.2(a) of the Edge Mobile LLC Agreement, Edge Mobile Wireless made a \$7,500.00 capital contribution to Edge Mobile, and Cingular made a \$42,500.00 capital contribution, giving Edge Mobile Wireless 15% of the equity of Edge Mobile, and Cingular 85% of the equity. Pursuant to Section 2.2(b) of the Edge Mobile LLC Agreement, Edge Mobile Wireless and Cingular made additional capital contributions of \$5,529,060 and \$31,331,340, respectively, to provide additional funds to Edge Mobile for its upfront payment (Section 2.2(b)). Edge Mobile Wireless holds 100 percent of the Voting Interests in Edge Mobile (Section 2.2(a)).

Down payments and final payments for any Auction 58 licenses won by Edge Mobile will be funded by a combination of loans and capital contributions from the Members. For licenses that are listed in Schedule 1 of the Bidding Agreement, Cingular will advance 75% of the License Payment pursuant to the Promissory Note (summarized below), and the remaining 25% of the License Payment will be provided by capital contributions of Edge Mobile Wireless and Cingular, consistent with their respective 15% and 85% equity ownership interests (Section 2.2(c)). Licenses on Schedule 2 of the Bidding Agreement shall be paid for by advances to Edge Mobile from Edge Mobile Wireless (Section 2.2(c)).²¹ In addition, Section 2.2(d), which was amended on December 22, 2004, provides that, upon request of the Managing Member, Cingular shall advance additional funds in accordance with the Promissory Note for, but not limited to, management fees, build-out and operating expenses, up to an aggregate amount which is based on the number of POPS covered by the Auction 58 licenses acquired by Edge Mobile.

d. Transferability of Interests (Article 7)

Article 7 governs transferability of the Members' interests in Edge Mobile. Commencing on the fifth anniversary of the date on which the last Auction 58 License is granted, Edge Mobile Wireless shall have the right to transfer all (but not less than all) of its interest in Edge Mobile to an independent third party (Section 7.3(a)). Edge Mobile Wireless must provide written notice to Cingular of such third party offer ("Notice"), and within 30 days of receipt of such Notice, Cingular shall have the right to elect to purchase such interest (Section 7.3(c)) by matching such third party offer, under the same terms

²¹ In addition, the Edge Mobile LLC Agreement provides for the financing of a third category of licenses which are on neither Schedule 1 nor Schedule 2 of the Bidding Agreement. The parties have agreed, however, that there are no such licenses; accordingly, the financing provisions relating to these licenses set forth in the Edge Mobile LLC Agreement are inapplicable.

and conditions of that offer. In lieu of Cingular's right of first refusal, Cingular may, within 30 days of receiving Notice of an offer by a independent third party to purchase Edge Mobile Wireless' interest, elect to participate in such sale by including all (but not less than all) of its interests in Edge Mobile (Section 7.4(a)). These rights of first refusal and tag-along rights are traditional minority protection provisions which the Commission has many times recognized, and accepted. Finally, Edge Mobile Wireless also has the right, but not the obligation, to put all (but not less than all) of its interest in Edge Mobile (or any Mirror LLC created to hold one or more Schedule 1a licenses acquired by Edge Mobile in Auction 58)²² to Cingular during a nine (9) month period commencing on the earliest date that any Auction 58 license may be assigned to a non-Entrepreneur (Section 7.8(a)), at prices established in the Edge Mobile LLC Agreement (Sections 1.7 and 7.8(g)). Edge Mobile Wireless may exercise this right unilaterally, subject only to obtaining FCC consent before closing, by delivering notice to Cingular (Section 7.8(b)). Cingular also has the right, but not the obligation, to put all of its interest in Edge Mobile (or any Mirror LLC created to hold one or more Schedule 1a licenses acquired by Edge Mobile in Auction 58) to Edge Mobile Wireless during a nine (9) month period commencing on the date on which any Auction 58 license listed in Schedule 1a of the Edge Mobile LLC Agreement is forfeited to, cancelled, or voided by the FCC by final order due to the failure to comply with FCC rules, including but not limited to, satisfaction of the FCC's minimum build out requirements -- provided that the failure to comply is not caused by Cingular (Sections 7.9(a) and 1.7) -- at prices established in the Edge Mobile LLC Agreement (Section 1.7). Cingular may transfer its interest in Edge Mobile to an affiliate prior to the put exercise period, and to any third-party after the put exercise period (Section 7.2(a)).

e. Other Provisions

Under the Edge Mobile LLC Agreement, profits, losses and distributions are distributed in accordance with each Member's equity interest in Edge Mobile (Sections 3.1, 3.2 and 4.1). Edge Mobile is required to maintain books and records and Edge Mobile Wireless, as the Managing Member of Edge Mobile, is required to produce annual and quarterly financial statements of Edge Mobile (Sections 5.3 and 5.4). The Edge Mobile LLC Agreement contemplates that Edge Mobile will enter into a management agreement with Edge Mobile Wireless or one of its affiliates with respect to the construction of its systems (Section 8.1(b)). In addition, the Members are required to indemnify each other for breaches of their respective representations, warranties, and covenants as set forth in the Edge Mobile LLC Agreement (Sections 10.3 and 10.4). Except as expressly provided in the Edge Mobile LLC Agreement or by law, Edge Mobile Wireless and Cingular agree not to dissolve, terminate, or liquidate Edge Mobile, or to resign or withdraw as a Member (Section 9.1). The agreement contemplates succession of the Managing Member in the event of the death or disability of the

²² The LLC Agreement provides that any Schedule 2 licenses granted by the FCC pursuant to Auction 58 will be assigned as a return of capital to Edge Mobile Wireless or a designated affiliate (Section 7.11(c)).

controlling member of the Managing Member, a change in control of Edge Mobile Wireless, or a termination of the management agreement under certain circumstances (Section 7.7).

2. Promissory Note

The Promissory Note is between Edge Mobile, as the borrower, and CWL, as the lender. The Promissory Note was executed in connection with the advance of funds that will be used to make the down payment and the final payment on the licenses Edge Mobile acquired in Auction 58. Pursuant to the Promissory Note, CWL shall advance funds to Edge Mobile for the purpose of funding Edge Mobile, including, but not limited to, the portion of any license payment contemplated by the Edge Mobile LLC Agreement to be funded by advances from CWL, operations, construction, fees due under the contemplated management agreement, and distributions to the Members under the Edge Mobile LLC Agreement. The interest rate on the advance is 16 percent per annum, compounded annually. Principal and interest on the advances are due in 2011 unless certain events of default occur as defined in the Promissory Note. In that event, principal and interest become immediately due. Edge Mobile has the option to prepay any advances made by CWL.

3. Guaranty and Pledge Agreement

The Guaranty and Pledge Agreement is between Edge Mobile Wireless, as the Guarantor, in favor of CWL. The Guaranty and Pledge Agreement was executed in connection with the advance of funds that will be used to make the down payment and the final payment on the licenses Edge Mobile acquired in Auction 58. Pursuant to the Agreement, Edge Mobile Wireless guarantees full and timely payment of all advances made by CWL pursuant to the Promissory Note. In addition, Edge Mobile Wireless, as a condition to any advances made pursuant to the Promissory Note, grants CWL a first priority security interest in its Interests in Edge Mobile (defined as 100% of the Voting Interest and 15% of the Economic Interest in Edge Mobile) and all proceeds of any and all of the Collateral. Finally, Edge Mobile Wireless is restricted from selling, transferring, pledging, or otherwise encumbering or disposing of any of its Interests in Edge Mobile or any of the collateral except as contemplated by the Edge Mobile LLC Agreement.

4. Security Agreement

The Security Agreement is made by Edge Mobile, in favor of CWL. The Security Agreement was executed in connection with the advance of funds that will be used to make the down payment and the final payment on the licenses Edge Mobile acquired in Auction 58. Edge Mobile grants to CWL a continuing first priority security interest in the Collateral (described below) and any proceeds therefrom for all of its obligations incurred as a result of advances made pursuant to the Promissory Note. The Collateral includes equipment, inventory, receivables and related contracts, trademarks, patents,

general intangibles, and to the extent permitted by law, interests held in all FCC licenses and permits held by Edge Mobile.

5. Bidding Protocol and Joint Bidding Arrangement, dated as of November 30, 2004, among Edge Mobile, LLC, Edge Mobile Wireless, LLC, and Cingular Mobile Wireless, LLC

The Bidding Agreement among Edge Mobile, Edge Mobile Wireless, and Cingular governed the procedures employed by Edge Mobile during Auction 58. The Bidding Agreement established an Auction Committee, comprised of two members, one appointed by Edge Mobile Wireless and one by Cingular (Section 1(a)). The Auction Committee had all the authority and full discretion to act on behalf of Edge Mobile subject to the terms of the Bidding Agreement (Section 1(a)(i)). Edge Mobile's Auction Committee member, Wayne M. Perry, chaired the Auction Committee and acted as the Bidding Manager (Section 1(a)(ii)). The Bidding Manager was responsible for the preparation and submission of all bids on behalf of Edge Mobile in Auction 58 (Section 1(b)). Any deadlock of the Auction Committee was broken by the vote of the Bidding Manager (Section 1(b)).

In connection with executing the Bidding Agreement, the parties mutually agreed on the markets on which they would bid and set bid limits for each of the markets. Those markets and bid limits were incorporated in the Bidding Agreement (Schedules 1 and 2). Edge Mobile was required to use its best efforts to acquire only the "Target Licenses" (Section 2(a)). However, the Bidding Agreement permitted the Auction Committee to bid on licenses which were not deemed "Target Licenses" as set forth in Schedule 1 and 2 provided that such license covered a market located in whole or in part with the footprint of Edge Wireless Licenses, LLC (Section 2(a)). If such license did not fall within Edge Wireless' footprint, the Bidding Manager was required to first consult with the Cingular representative to the Auction Committee (Section 2(a)). Finally, if the Bidding Manager determined that it was in the best interests of Edge Mobile to exceed the bid limits set forth in Schedule 1, it was permitted to do so only with the consent of the Cingular representative to the Auction Committee (Section 2(b)).

C. INVESTOR PROTECTIONS

Pursuant to Sections 1.2112(b)(3) and 24.709 of the FCC's Rules, Edge Mobile hereby summarizes the investor protections included in Edge Mobile's organizational and operational documents.

Edge Mobile LLC Agreement

Certain traditional investor protections have been built into the Edge Mobile LLC Agreement in order to protect the legitimate interests of the non-controlling member. For example, Section 6.4(a) requires the consent of Cingular before Edge Mobile can take the following actions:

- The sale, transfer, assignment, pledge or other disposition by Edge Mobile or any of its Subsidiaries of any FCC license or otherwise any material portion of the assets of Edge Mobile or any of its Subsidiaries, other than the transfer of any auction license or any material assets as contemplated by the Edge Mobile LLC Agreement;
- The acquisition by Edge Mobile or any of its Subsidiaries of any FCC license (other than auction licenses which will be acquired as provided in the Bidding Agreement) or any significant asset which is not necessary for the operation of the business;
- The merger, combination or consolidation of Edge Mobile or any of its Subsidiaries with or into any other entity, the acquisition of any business by Edge Mobile or any of its Subsidiaries, the formation of any partnership or joint venture involving Edge Mobile or any of its Subsidiaries, or the liquidation, dissolution or winding up of Edge Mobile or any of its Subsidiaries;
- Any offering or issuance of additional voting interests or economic interests of, or any other securities or ownership interests in, Edge Mobile or any of its Subsidiaries, including, without limitation, warrants, options or other rights convertible into or exchangeable for voting interests or economic interests of, or other securities or ownership interests in, Edge Mobile or any of its Subsidiaries, subject to certain conditions, including Cingular's right of first refusal;
- The repurchase by Edge Mobile or the purchase by any of its Subsidiaries of any voting interests or economic interests other than as provided in the Edge Mobile LLC Agreement;
- The payment by Edge Mobile or any of its Subsidiaries of any dividend or other distribution, direct or indirect, on or on account of any equity interests of Edge Mobile or such Subsidiary, as the case may be, now or hereafter outstanding, subject to certain limitations;
- The authorization or adoption of any amendment to the certificate of formation, certificate of incorporation, LLC agreement, bylaws, or any other constituent document of Edge Mobile or any of its Subsidiaries;
- The incurrence by Edge Mobile or any of its Subsidiaries, whether directly or indirectly, of any indebtedness for borrowed money or capital leases not in the ordinary course of business (other than pursuant to a promissory note included in the Credit Documents), subject to certain conditions;
- Except as expressly contemplated in the Edge Mobile LLC Agreement, any agreement or arrangement, written or oral, to pay any Member, Committee Member, manager, director, officer, agent or senior level employee (or member of the immediate family or any Affiliate of any such person) of Edge Mobile or any of its Subsidiaries \$200,000 or more on an annual basis or in the aggregate, or any loan, lease, contract or other transaction with any of the foregoing Persons;

- The making of, or commitment to make, by Edge Mobile or any of its Subsidiaries, any material capital expenditures not in the ordinary course of business, except as provided in the then current budget or business or other plan of Edge Mobile or its Subsidiaries;
- The initiation of any Bankruptcy proceeding, dissolution or liquidation of Edge Mobile or any of its Subsidiaries;
- The acceptance of additional capital contributions or approval of calls therefore;
- The hiring or firing of the independent certified public accountants or other tax advisor for Edge Mobile or any of its Subsidiaries, or the taking of any tax position or making of any tax election on behalf of Edge Mobile or any of its Subsidiaries; and
- The entering into any contract, agreement or understanding to do any of the foregoing.

Cingular also has rights of first refusal and tag-along rights with respect to the sale of another Member's interest in or the assets of Edge Mobile (Sections 7.3 and 7.4). This Cingular right is subject to various limitations, including the time in which the right must be exercised, and the price paid to the other Member of Edge Mobile with respect to the interests or assets being sold (Sections 7.3 and 7.4). Further, the Edge Mobile LLC Agreement also requires the written approval by each Member for a change to the permitted activities of Edge Mobile, dissolution of Edge Mobile by the agreement of both Members, or amendment of the LLC Agreement (Section 6.6).

EDGE MOBILE, LLC

FCC Form 601: Exhibit H Geographic Overlap Statement

Except as indicated in the chart below, none of the spectrum to be acquired by Edge Mobile, LLC ("Edge Mobile") as a result of FCC Auction 58 would create a geographic overlap with other spectrum in which Edge Mobile, or any of its affiliates or 10% or greater disclosable interest holders (including Cingular Wireless LLC, "Cingular Wireless"),¹ has a direct or indirect interest (of 10% or more), either as a licensee, spectrum lessee or applicant, and that also could be used to provide interconnected mobile voice and/or data services.

BTA#	BTA Name	County Name	State	Edge Spectrum (MHz)	Cingular Spectrum (MHz)	Auction 58 Spectrum (MHz)	Total Spectrum (MHz)
BTA036	Bellingham, WA	Whatcom	WA	0	65	10	75
BTA038	Bend, OR	Crook	OR	0	20	10	30
BTA038	Bend, OR	Deschutes	OR	0	20	10	30
BTA038	Bend, OR	Jefferson	OR	0	45	10	55
BTA089	Colorado Springs, CO	El Paso	CO	0	35	10	45
BTA089	Colorado Springs, CO	Teller	CO	0	35	10	45
BTA106	Dayton-Springfield, OH	Champaign	OH	0	55	10	65
BTA106	Dayton-Springfield, OH	Clark	OH	0	55	10	65
BTA106	Dayton-Springfield, OH	Darke	OH	0	55	10	65
BTA106	Dayton-Springfield, OH	Greene	OH	0	55	10	65
BTA106	Dayton-Springfield, OH	Logan	OH	0	55	10	65
BTA106	Dayton-Springfield, OH	Mercer	OH	0	55	10	65
BTA106	Dayton-Springfield, OH	Miami	OH	0	55	10	65
BTA106	Dayton-Springfield, OH	Montgomery	OH	0	55	10	65
BTA106	Dayton-Springfield, OH	Preble	OH	0	55	10	65
BTA106	Dayton-Springfield, OH	Shelby	OH	0	55	10	65
BTA110	Denver, CO	Adams	CO	0	35	10	45
BTA110	Denver, CO	Arapahoe	CO	0	35	10	45
BTA110	Denver, CO	Boulder	CO	0	35	10	45
BTA110	Denver, CO	Chaffee	CO	0	10	10	20
BTA110	Denver, CO	Cheyenne	CO	0	10	10	20
BTA110	Denver, CO	Clear Creek	CO	0	35	10	45
BTA110	Denver, CO	Denver	CO	0	35	10	45

¹ Edge Mobile is not affiliated with Cingular Wireless as that term is defined in Section 1.2110 of the FCC's rules. However, for purposes of full disclosure of spectrum overlaps, the disclosable spectrum holdings and/or leased operations of both companies is listed in this chart.

BTA#	BTA Name	County Name	State	Edge Spectrum (MHz)	Cingular Spectrum (MHz)	Auction 58 Spectrum (MHz)	Total Spectrum (MHz)
BTA110	Denver, CO	Douglas	CO	0	35	10	45
BTA110	Denver, CO	Eagle	CO	0	35	10	45
BTA110	Denver, CO	Elbert	CO	0	10	10	20
BTA110	Denver, CO	Gilpin	CO	0	35	10	45
BTA110	Denver, CO	Grand	CO	0	0	10	10
BTA110	Denver, CO	Gunnison	CO	0	35	10	45
BTA110	Denver, CO	Hinsdale	CO	0	10	10	20
BTA110	Denver, CO	Jackson	CO	0	0	10	10
BTA110	Denver, CO	Jefferson	CO	0	35	10	45
BTA110	Denver, CO	Kit Carson	CO	0	10	10	20
BTA110	Denver, CO	Lake	CO	0	10	10	20
BTA110	Denver, CO	Lincoln	CO	0	10	10	20
BTA110	Denver, CO	Logan	CO	0	10	10	20
BTA110	Denver, CO	Moffat	CO	0	0	10	10
BTA110	Denver, CO	Morgan	CO	0	10	10	20
BTA110	Denver, CO	Park	CO	0	10	10	20
BTA110	Denver, CO	Phillips	CO	0	10	10	20
BTA110	Denver, CO	Pitkin	CO	0	35	10	45
BTA110	Denver, CO	Routt	CO	0	0	10	10
BTA110	Denver, CO	Sedgwick	CO	0	10	10	20
BTA110	Denver, CO	Summit	CO	0	35	10	45
BTA110	Denver, CO	Washington	CO	0	10	10	20
BTA110	Denver, CO	Yuma	CO	0	10	10	20
BTA110	Denver, CO	Cheyenne	KS	0	10	10	20
BTA110	Denver, CO	Sherman	KS	0	0	10	10
BTA110	Denver, CO	Wallace	KS	0	10	10	20
BTA149	Fort Collins-Loveland, CO	Larimer	CO	0	35	10	45
BTA226	Kansas City, MO	Anderson	KS	0	20	10	30
BTA226	Kansas City, MO	Atchison	KS	0	45	10	55
BTA226	Kansas City, MO	Bourbon	KS	0	20	10	30
BTA226	Kansas City, MO	Franklin	KS	0	20	10	30
BTA226	Kansas City, MO	Johnson	KS	0	45	10	55
BTA226	Kansas City, MO	Leavenworth	KS	0	45	10	55
BTA226	Kansas City, MO	Linn	KS	0	20	10	30
BTA226	Kansas City, MO	Miami	KS	0	20	10	30
BTA226	Kansas City, MO	Wyandotte	KS	0	45	10	55
BTA226	Kansas City, MO	Bates	MO	0	45	10	55
BTA226	Kansas City, MO	Caldwell	MO	0	20	10	30
BTA226	Kansas City, MO	Carroll	MO	0	20	10	30
BTA226	Kansas City, MO	Cass	MO	0	45	10	55

BTA#	BTA Name	County Name	State	Edge Spectrum (MHz)	Cingular Spectrum (MHz)	Auction 58 Spectrum (MHz)	Total Spectrum (MHz)
BTA226	Kansas City, MO	Clay	MO	0	45	10	55
BTA226	Kansas City, MO	Clinton	MO	0	20	10	30
BTA226	Kansas City, MO	Grundy	MO	0	20	10	30
BTA226	Kansas City, MO	Henry	MO	0	45	10	55
BTA226	Kansas City, MO	Jackson	MO	0	45	10	55
BTA226	Kansas City, MO	Johnson	MO	0	45	10	55
BTA226	Kansas City, MO	Lafayette	MO	0	45	10	55
BTA226	Kansas City, MO	Linn	MO	0	20	10	30
BTA226	Kansas City, MO	Livingston	MO	0	20	10	30
BTA226	Kansas City, MO	Platte	MO	0	45	10	55
BTA226	Kansas City, MO	Ray	MO	0	45	10	55
BTA226	Kansas City, MO	St. Clair	MO	0	20	10	30
BTA226	Kansas City, MO	Saline	MO	0	45	10	55
BTA226	Kansas City, MO	Vernon	MO	0	45	10	55
BTA298	Minneapolis-St. Paul, MN	Anoka	MN	0	35	10	45
BTA298	Minneapolis-St. Paul, MN	Carver	MN	0	45	10	55
BTA298	Minneapolis-St. Paul, MN	Chisago	MN	0	45	10	55
BTA298	Minneapolis-St. Paul, MN	Dakota	MN	0	45	10	55
BTA298	Minneapolis-St. Paul, MN	Goodhue	MN	0	10	10	20
BTA298	Minneapolis-St. Paul, MN	Hennepin	MN	0	35	10	45
BTA298	Minneapolis-St. Paul, MN	Isanti	MN	0	35	10	45
BTA298	Minneapolis-St. Paul, MN	Kanabec	MN	0	10	10	20
BTA298	Minneapolis-St. Paul, MN	McLeod	MN	0	10	10	20
BTA298	Minneapolis-St. Paul, MN	Meeker	MN	0	10	10	20
BTA298	Minneapolis-St. Paul, MN	Mille Lacs	MN	0	35	10	45
BTA298	Minneapolis-St. Paul, MN	Pine	MN	0	10	10	20
BTA298	Minneapolis-St. Paul, MN	Ramsey	MN	0	35	10	45
BTA298	Minneapolis-St. Paul, MN	Rice	MN	0	10	10	20
BTA298	Minneapolis-St. Paul, MN	Scott	MN	0	45	10	55
BTA298	Minneapolis-St. Paul, MN	Steele	MN	0	10	10	20
BTA298	Minneapolis-St. Paul, MN	Washington	MN	0	35	10	45
BTA298	Minneapolis-St. Paul, MN	Wright	MN	0	35	10	45
BTA298	Minneapolis-St. Paul, MN	Barron	WI	0	10	10	20
BTA298	Minneapolis-St. Paul, MN	Burnett	WI	0	10	10	20
BTA298	Minneapolis-St. Paul, MN	Pierce	WI	0	10	10	20
BTA298	Minneapolis-St. Paul, MN	Polk	WI	0	10	10	20
BTA298	Minneapolis-St. Paul, MN	Rusk	WI	0	10	10	20
BTA298	Minneapolis-St. Paul, MN	St. Croix	WI	0	45	10	55
BTA298	Minneapolis-St. Paul, MN	Washburn	WI	0	10	10	20
BTA319	New London-Norwich, CT	New London	CT	0	55	10	65

BTA#	BTA Name	County Name	State	Edge Spectrum (MHz)	Cingular Spectrum (MHz)	Auction 58 Spectrum (MHz)	Total Spectrum (MHz)
BTA319	New London-Norwich, CT	Windham	CT	0	55	10	65
BTA324	Norfolk, VA	Camden	NC	0	30	10	40
BTA324	Norfolk, VA	Chowan	NC	0	30	10	40
BTA324	Norfolk, VA	Currituck	NC	0	30	10	40
BTA324	Norfolk, VA	Dare	NC	0	30	10	40
BTA324	Norfolk, VA	Gates	NC	0	30	10	40
BTA324	Norfolk, VA	Hertford	NC	0	30	10	40
BTA324	Norfolk, VA	Pasquotank	NC	0	30	10	40
BTA324	Norfolk, VA	Perquimans	NC	0	30	10	40
BTA324	Norfolk, VA	Accomack	VA	0	55	10	65
BTA324	Norfolk, VA	Gloucester	VA	0	30	10	40
BTA324	Norfolk, VA	Isle of Wight	VA	0	30	10	40
BTA324	Norfolk, VA	James City	VA	0	30	10	40
BTA324	Norfolk, VA	Mathews	VA	0	55	10	65
BTA324	Norfolk, VA	Northampton	VA	0	55	10	65
BTA324	Norfolk, VA	Southampton	VA	0	30	10	40
BTA324	Norfolk, VA	Surry	VA	0	30	10	40
BTA324	Norfolk, VA	York	VA	0	30	10	40
BTA324	Norfolk, VA	Chesapeake City	VA	0	30	10	40
BTA324	Norfolk, VA	Franklin City	VA	0	30	10	40
BTA324	Norfolk, VA	Hampton City	VA	0	30	10	40
BTA324	Norfolk, VA	Newport News City	VA	0	30	10	40
BTA324	Norfolk, VA	Norfolk City	VA	0	30	10	40
BTA324	Norfolk, VA	Poquoson City	VA	0	30	10	40
BTA324	Norfolk, VA	Portsmouth City	VA	0	30	10	40
BTA324	Norfolk, VA	Suffolk City	VA	0	30	10	40
BTA324	Norfolk, VA	Virginia Beach City	VA	0	30	10	40
BTA324	Norfolk, VA	Williamsburg City	VA	0	30	10	40
BTA329	Oklahoma City, OK	Beckham	OK	0	10	10	20
BTA329	Oklahoma City, OK	Blaine	OK	0	35	10	45
BTA329	Oklahoma City, OK	Caddo	OK	0	10	10	20
BTA329	Oklahoma City, OK	Canadian	OK	0	25	10	35
BTA329	Oklahoma City, OK	Cleveland	OK	0	25	10	35
BTA329	Oklahoma City, OK	Custer	OK	0	35	10	45
BTA329	Oklahoma City, OK	Dewey	OK	0	35	10	45
BTA329	Oklahoma City, OK	Ellis	OK	0	10	10	20
BTA329	Oklahoma City, OK	Garvin	OK	0	35	10	45
BTA329	Oklahoma City, OK	Grady	OK	0	10	10	20

BTA#	BTA Name	County Name	State	Edge Spectrum (MHz)	Cingular Spectrum (MHz)	Auction 58 Spectrum (MHz)	Total Spectrum (MHz)
BTA329	Oklahoma City, OK	Greer	OK	0	10	10	20
BTA329	Oklahoma City, OK	Harmon	OK	0	10	10	20
BTA329	Oklahoma City, OK	Harper	OK	0	10	10	20
BTA329	Oklahoma City, OK	Hughes	OK	0	10	10	20
BTA329	Oklahoma City, OK	Jackson	OK	0	10	10	20
BTA329	Oklahoma City, OK	Kingfisher	OK	0	35	10	45
BTA329	Oklahoma City, OK	Kiowa	OK	0	10	10	20
BTA329	Oklahoma City, OK	Lincoln	OK	0	25	10	35
BTA329	Oklahoma City, OK	Logan	OK	0	25	10	35
BTA329	Oklahoma City, OK	McClain	OK	0	25	10	35
BTA329	Oklahoma City, OK	Okfuskee	OK	0	10	10	20
BTA329	Oklahoma City, OK	Oklahoma	OK	0	25	10	35
BTA329	Oklahoma City, OK	Pottawatomie	OK	0	10	10	20
BTA329	Oklahoma City, OK	Roger Mills	OK	0	35	10	45
BTA329	Oklahoma City, OK	Seminole	OK	0	10	10	20
BTA329	Oklahoma City, OK	Washita	OK	0	10	10	20
BTA329	Oklahoma City, OK	Woodward	OK	0	10	10	20
BTA331	Olympia-Centralia, WA	Lewis	WA	0	55	10	65
BTA331	Olympia-Centralia, WA	Mason	WA	0	30	10	40
BTA331	Olympia-Centralia, WA	Thurston	WA	0	55	10	65
BTA350	Pittsburgh, PA	Allegheny	PA	0	35	20	55
BTA350	Pittsburgh, PA	Armstrong	PA	0	10	20	30
BTA350	Pittsburgh, PA	Beaver	PA	0	35	20	55
BTA350	Pittsburgh, PA	Butler	PA	0	10	20	30
BTA350	Pittsburgh, PA	Fayette	PA	0	10	20	30
BTA350	Pittsburgh, PA	Greene	PA	0	10	20	30
BTA350	Pittsburgh, PA	Washington	PA	0	35	20	55
BTA350	Pittsburgh, PA	Westmoreland	PA	0	35	20	55
BTA353	Pocatello, ID	Bannock	ID	25	0	10	35
BTA353	Pocatello, ID	Bear Lake	ID	25	0	10	35
BTA353	Pocatello, ID	Caribou	ID	25	0	10	35
BTA353	Pocatello, ID	Oneida	ID	25	0	10	35
BTA353	Pocatello, ID	Power	ID	25	0	10	35
BTA361	Poughkeepsie-Kingston, NY	Dutchess	NY	0	40	10	50
BTA361	Poughkeepsie-Kingston, NY	Ulster	NY	0	40	10	50
BTA374	Richmond-Petersburg, VA	Amelia	VA	0	30	10	40
BTA374	Richmond-Petersburg, VA	Brunswick	VA	0	30	10	40
BTA374	Richmond-Petersburg, VA	Charles City	VA	0	30	10	40
BTA374	Richmond-Petersburg, VA	Charlotte	VA	0	30	10	40
BTA374	Richmond-Petersburg, VA	Chesterfield	VA	0	30	10	40

BTA#	BTA Name	County Name	State	Edge Spectrum (MHz)	Cingular Spectrum (MHz)	Auction 58 Spectrum (MHz)	Total Spectrum (MHz)
BTA374	Richmond-Petersburg, VA	Cumberland	VA	0	30	10	40
BTA374	Richmond-Petersburg, VA	Dinwiddie	VA	0	30	10	40
BTA374	Richmond-Petersburg, VA	Essex	VA	0	55	10	65
BTA374	Richmond-Petersburg, VA	Goochland	VA	0	30	10	40
BTA374	Richmond-Petersburg, VA	Greensville	VA	0	30	10	40
BTA374	Richmond-Petersburg, VA	Hanover	VA	0	30	10	40
BTA374	Richmond-Petersburg, VA	Henrico	VA	0	30	10	40
BTA374	Richmond-Petersburg, VA	King and Queen	VA	0	55	10	65
BTA374	Richmond-Petersburg, VA	King William	VA	0	55	10	65
BTA374	Richmond-Petersburg, VA	Lancaster	VA	0	55	10	65
BTA374	Richmond-Petersburg, VA	Louisa	VA	0	55	10	65
BTA374	Richmond-Petersburg, VA	Lunenburg	VA	0	30	10	40
BTA374	Richmond-Petersburg, VA	Mecklenburg	VA	0	30	10	40
BTA374	Richmond-Petersburg, VA	Middlesex	VA	0	55	10	65
BTA374	Richmond-Petersburg, VA	New Kent	VA	0	30	10	40
BTA374	Richmond-Petersburg, VA	Northumberland	VA	0	55	10	65
BTA374	Richmond-Petersburg, VA	Nottoway	VA	0	30	10	40
BTA374	Richmond-Petersburg, VA	Powhatan	VA	0	30	10	40
BTA374	Richmond-Petersburg, VA	Prince Edward	VA	0	30	10	40
BTA374	Richmond-Petersburg, VA	Prince George	VA	0	30	10	40
BTA374	Richmond-Petersburg, VA	Richmond	VA	0	55	10	65
BTA374	Richmond-Petersburg, VA	Sussex	VA	0	30	10	40
BTA374	Richmond-Petersburg, VA	Colonial Heights City	VA	0	30	10	40
BTA374	Richmond-Petersburg, VA	Emporia City	VA	0	30	10	40
BTA374	Richmond-Petersburg, VA	Hopewell City	VA	0	30	10	40
BTA374	Richmond-Petersburg, VA	Petersburg City	VA	0	30	10	40
BTA374	Richmond-Petersburg, VA	Richmond City	VA	0	30	10	40
BTA376	Roanoke, VA	Alleghany	VA	0	30	10	40
BTA376	Roanoke, VA	Bath	VA	0	30	10	40
BTA376	Roanoke, VA	Bedford	VA	0	30	10	40
BTA376	Roanoke, VA	Botetourt	VA	0	30	10	40
BTA376	Roanoke, VA	Carroll	VA	0	30	10	40
BTA376	Roanoke, VA	Craig	VA	0	30	10	40
BTA376	Roanoke, VA	Floyd	VA	0	30	10	40
BTA376	Roanoke, VA	Franklin	VA	0	30	10	40
BTA376	Roanoke, VA	Giles	VA	0	30	10	40
BTA376	Roanoke, VA	Grayson	VA	0	30	10	40
BTA376	Roanoke, VA	Montgomery	VA	0	30	10	40
BTA376	Roanoke, VA	Pulaski	VA	0	30	10	40

BTA#	BTA Name	County Name	State	Edge Spectrum (MHz)	Cingular Spectrum (MHz)	Auction 58 Spectrum (MHz)	Total Spectrum (MHz)
BTA376	Roanoke, VA	Roanoke	VA	0	30	10	40
BTA376	Roanoke, VA	Rockbridge	VA	0	30	10	40
BTA376	Roanoke, VA	Wythe	VA	0	30	10	40
BTA376	Roanoke, VA	Bedford City	VA	0	30	10	40
BTA376	Roanoke, VA	Buena Vista City	VA	0	30	10	40
BTA376	Roanoke, VA	Clifton Forge City	VA	0	30	10	40
BTA376	Roanoke, VA	Covington City	VA	0	30	10	40
BTA376	Roanoke, VA	Galax City	VA	0	30	10	40
BTA376	Roanoke, VA	Lexington City	VA	0	30	10	40
BTA376	Roanoke, VA	Radford City	VA	0	30	10	40
BTA376	Roanoke, VA	Roanoke City	VA	0	30	10	40
BTA376	Roanoke, VA	Salem City	VA	0	30	10	40
BTA385	Roseburg, OR	Douglas	OR	30	10	10	50
BTA408	Sarasota-Bradenton, FL	DeSoto	FL	0	45	10	55
BTA408	Sarasota-Bradenton, FL	Manatee	FL	0	45	10	55
BTA408	Sarasota-Bradenton, FL	Sarasota	FL	0	45	10	55
BTA451	Twin Falls, ID	Blaine	ID	25	0	10	35
BTA451	Twin Falls, ID	Camas	ID	25	0	10	35
BTA451	Twin Falls, ID	Cassia	ID	25	0	10	35
BTA451	Twin Falls, ID	Gooding	ID	25	0	10	35
BTA451	Twin Falls, ID	Jerome	ID	25	0	10	35
BTA451	Twin Falls, ID	Lincoln	ID	25	0	10	35
BTA451	Twin Falls, ID	Minidoka	ID	25	0	10	35
BTA451	Twin Falls, ID	Twin Falls	ID	25	0	10	35

Notes

(1) Cingular Wireless owns a 35.7%, non-controlling indirect interest in Edge Wireless Licenses, LLC, which is controlled by Wayne M. Perry, who also controls Edge Mobile. Edge Wireless Licenses, LLC holds CMRS spectrum in the following BTAs: Roseburg, OR (BTA385), Pocatello, ID (BTA353) and Twin Falls, ID (BTA451). Although this spectrum is attributable to both Edge Mobile and Cingular Wireless under a 10% or greater ownership attribution standard, it is included above only for Edge Mobile in order to avoid double counting.

(2) The above spectrum totals include spectrum that Cingular Wireless is proposing to acquire from Triton License Newco, LLC covering the following BTAs: Norfolk, VA (BTA234), Richmond, VA (BTA374) and Roanoke, VA (BTA374). See FCC File No. 0001963918.

(3) The above spectrum totals do not include spectrum that Cingular Wireless is proposing to sell to ALLTEL Corporation that covers a portion of the Oklahoma City, OK BTA (BTA329). See FCC File No. 50004CWTC05 (attached to FCC File No. 0001966108).

**FCC 602
Main Form**

**FCC Ownership Disclosure Information for the
Wireless Telecommunications Services**

Approved by OMB
3060 - 0799
See instructions for
Public burden estimate
Submitted
03/18/2005 at 1:40 PM
File Number:
0002091760

Filing Type

1a) <input checked="" type="checkbox"/> Current Filing	____ Proposed Filing
1b) Is the purpose of this filing to report cellular cross-ownership holdings required pursuant to section 1.919 of the Commission's ____ Yes <input checked="" type="checkbox"/> No Rules?	
If 'Yes', provide an exhibit with this filing that identifies the Rural Service Area market(s) involved, as well as the cellular licensee of which the filer has acquired direct or indirect ownership interest of 10% or greater.	

Filer Information

2) First Name (if individual):	MI:	Last Name:	Suffix:
3) Filer Name (if entity): Edge Mobile, LLC		4) FCC Registration Number (FRN): 12191813	

5) Contact Information

Name and Address: Thomas Gutierrez PO BOX 1650 Tysons Boulevard, Suite 1500 McLean VA 22102	Telephone Number: 703-584-8678 Fax Number: 703-584-8696 E-mail Address: tom.gutierrez@foclaw.com
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Related FCC Regulated Businesses of Filer

6a) Name of all FCC-Regulated Businesses owned by Filer (use additional sheets, if necessary):	6b) Principal Business:	6c) FCC Registration Number (FRN):	6d) Percent of Interest Held:
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Signature

7) Typed or Printed Name of Party Authorized to Sign

First Name: Wayne	MI: M	Last Name: Perry	Suffix:
Title: Managing Member			
Signature: Wayne M Perry			Date: 3/18/2005
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1) AND/ OR FORFEITURE (U.S. Code, Title 47, Section 503).			

**FCC 602 Main Form
March 2005**

FCC Ownership Disclosure Information for the
Wireless Telecommunications Services

Approved by OMB
3060 - 0799
See instructions for
Public burden estimate

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): Edge Mobile Wireless, LLC		3) FCC Registration Number(FRN): 12854014	
4) Disclosable Interest Holder's Address: 650 SW Columbia, Suite 7200 Bend OR 97702			
5) Type of Interest in Filer () (refer to Instructions for a list of codes) Direct Ownership Interest in Filer other:Controlling Interest	6) Disclosable Interest Holder is a (n): () (refer to instructions for list of codes): Limited Liability Company		7) Percent of Interest Held in Filer: 15
8) Disclosable Interest Holder's Type of Ownership () (refer to instructions for a list of codes): Membership Shares Other:Edge Mobile Wireless, LLC also owns 100% of the voting interest in the Filer.		9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation: US	

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if neccessary)	10b) Principle Business	10c) FCCRegistration Number(FRN)	10d)Percent of Interest Held
Edge Mobile, LLC	Telecommunications	12191813	100

**FCC 602
Schedule A**

**FCC Ownership Disclosure Information for the
Wireless Telecommunications Services**

Approved by OMB
3060 - 0790
See Instructions for
Public burden estimate

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): Cingular Mobile Wireless LLC		3) FCC Registration Number(FRN): 12866596	
4) Disclosable Interest Holder's Address: 17330 Preston Road, Suite 100A Dallas TX 75252			
5) Type of Interest in Filer () (refer to instructions for a list of codes): Direct Ownership Interest in Filer	6) Disclosable Interest Holder is a (n): () (refer to instructions for list of codes): Limited Liability Company		7) Percent of Interest Held in Filer: 85
8) Disclosable Interest Holder's Type of Ownership () (refer to instructions for a list of codes): Membership Shares	9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation: United States US		

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number(FRN)	10d) Percent of Interest Held
Edge Mobile, LLC	Telecommunications	12191813	85

**FCC 602
Schedule A**

**FCC Ownership Disclosure Information for the
Wireless Telecommunications Services**

Approved by OMB
3060 - 0799
See instructions for
Public burden estimate

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): Edge Wireless Holding Company, LLC		3) FCC Registration Number(FRN): 7696719	
4) Disclosable Interest Holder's Address: 650 SW Columbia, Suite 7200 Bend OR 97702			
5) Type of Interest in Filer () (refer to instructions for a list of codes): Indirect Ownership Interest in Filer other:Controlling Interest	6) Disclosable Interest Holder is a (n): () (refer to instructions for list of codes): Limited Liability Company		7) Percent of Interest Held in Filer: 15
8) Disclosable Interest Holder's Type of Ownership () (refer to instructions for a list of codes): Membership Shares		9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation: United States US	

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCCRegistration Number(FRN)	10d) Percent of Interest Held
Edge Mobile, LLC	Telecommunications	12191813	15
Edge Wireless Licenses, LLC	Telecommunications	4119483	64.3

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number(FRN)	10d) Percent of Interest Held
Edge Acquisitions, LLC	Telecommunications	5754783	100
Edge Wireless Ventures, LLC	Telecommunications	8520421	100

**FCC 602
Schedule A**

**FCC Ownership Disclosure Information for the
Wireless Telecommunications Services**

Approved by OMB
3060 - 0799
See instructions for
Public burden estimate

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual): Wayne	MI: M	Last Name: Perry	Suffix:
2) Disclosable Interest Holder's Name (if entity):		3) FCC Registration Number(FRN): 7447121	
4) Disclosable Interest Holder's Address: 650 SW Columbia, Suite 7200 Bend OR 97702			
5) Type of Interest in Filer () (refer to Instructions for a list of codes): Indirect Ownership Interest in Filer Key Management Personnel/other: Controlling Interest	6) Disclosable Interest Holder is a (n): () (refer to instructions for list of codes): Individual		7) Percent of Interest Held in Filer: 5.29
8) Disclosable Interest Holder's Type of Ownership () (refer to instructions for a list of codes): Membership Shares		9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation: United States US	

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number (FRN)	10d) Percent of Interest Held
Edge Wireless Licenses, LLC	Telecommunications	4119483	35.24
Edge Mobile, LLC	Telecommunications	12191813	15

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number(FRN)	10d) Percent of Interest Held
Edge Wireless Ventures, LLC	Telecommunications	8520421	35.24
Meriwether Communications, LLC	Telecommunications	4521829	95
Edge Acquisitions, LLC	Telecommunications	5754783	35.24

**FCC 602
Schedule A**

**FCC Ownership Disclosure Information for the
Wireless Telecommunications Services**

Approved by OMB
3060 - 0799
See instructions for
Public burden estimate

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual): Calvin	MI:	Last Name: Cannon	Suffix:
2) Disclosable Interest Holder's Name (if entity):		3) FCC Registration Number(FRN): 7696701	
4) Disclosable Interest Holder's Address: 650 SW Columbia, Suite 7200 Bend OR 97702			
5) Type of Interest in Filer () (refer to instructions for a list of codes): Indirect Ownership interest in Filer	6) Disclosable Interest Holder is a (n): () (refer to instructions for list of codes): Individual		7) Percent of Interest Held in Filer: 4.47
8) Disclosable Interest Holder's Type of Ownership () (refer to instructions for a list of codes): Membership Shares		9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation: United States US	

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number(FRN)	10d) Percent of Interest Held
Edge Wireless Licenses, LLC	Telecommunications	4119483	29.82
Edge Mobile, LLC	Telecommunications	12191813	4.47

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number(FRN)	10d) Percent of Interest Held
Edge Wireless Ventures, LLC	Telecommunications	8520421	29.82
Edge Acquisitions, LLC	Telecommunications	5754783	29.82

FCC Ownership Disclosure Information for the
Wireless Telecommunications Services

Approved by OMB
3060 - 0799
See instructions for
Public burden estimate

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual): Donnie	MI:	Last Name: Castleman	Suffix:
2) Disclosable Interest Holder's Name (if entity):		3) FCC Registration Number(FRN): 7696768	
4) Disclosable Interest Holder's Address: 650 SW Columbia, Suite 7200 Bend OR 97702			
5) Type of Interest in Filer () (refer to Instructions for a list of codes): Indirect Ownership Interest in Filer	6) Disclosable Interest Holder is a (n): () (refer to Instructions for list of codes): Individual		7) Percent of Interest Held in Filer: 2.04
8) Disclosable Interest Holder's Type of Ownership () (refer to Instructions for a list of codes): Membership Shares		9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation: United States US	

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number(FRN)	10d) Percent of Interest Held
Edge Wireless Licenses, LLC	Telecommunications	4119483	13.59
Edge Mobile, LLC	Telecommunications	12191813	2.04

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number(FRN)	10d) Percent of Interest Held
Edge Wireless Ventures, LLC	Telecommunications	8520421	13.59
Edge Acquisitions, LLC	Telecommunications	5754783	13.59